

RECORDATION NO. 27860 **FILED**

MAR 25 '09 -1 00 PM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 25, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 19, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	U.S. Bancorp Equipment Finance, Inc. formerly known as U.S. Bancorp Leasing & Financial 13010 SW 68th Parkway Portland, OR 97223
Lessee:	The Andersons, Inc. 480 W. Dussel Drive Maumee, OH 43537

Anne K. Quinlan, Esquire  
March 25, 2009  
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A description of the railroad equipment covered by the enclosed document is:

128 Autoflood coal railcars: AEX 16011 - AEX16138 (previously marked within the series IPWX 6102 – IPWX 6240 as more particularly set forth in Exhibit A attached to the document).

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27866 FILED



MAR 25 '09

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MEMORANDUM OF LEASE AGREEMENT

Equipment Finance, Inc.

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement is made and entered into on March 19, 2009 by and between U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial "Lessor", and, The Andersons, Inc., "Lessee".

The undersigned have entered into that certain Master Lease Agreement dated December 30, 1999, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed on Exhibit "A" attached hereto, subject to the terms defined in the Schedule (Number 20002695-002-0002695-058), dated January 24, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:  
U.S. Bancorp Equipment Finance, Inc., formerly known as  
U.S. Bancorp Leasing & Financial

Lessee:  
The Andersons, Inc.

BY: [Signature]  
An Authorized Officer

BY: [Signature]  
Gary Smith  
Vice President, Finance and Treasurer

Executed on this 23 day of March, 2009.

Executed on this 19<sup>th</sup> day of March, 2009.

STATE OF Oregon )  
County of Washington )SS.

STATE OF OHIO )  
County of LUCAS )SS.

On 3/23, 09 personally appeared before me, Kristin Voss, who being duly sworn, stated that he/she is the Vice President of U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

On 3/19, 2009 personally appeared before me, Gary Smith, who being duly sworn, stated that he/she is the VP Finance of The Andersons, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

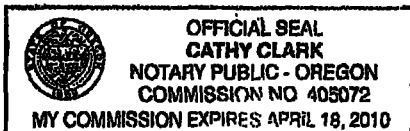
Before me:

Before me:

Cathy Clark  
Notary Public for Oregon  
My Commission Expires: 4/18/2010

Judy A. Baldwin  
Notary Public for  
My Commission Expires: 02/01/2010

6/00



JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

**Exhibit "A"**  
**MEMORANDUM OF LEASE AGREEMENT**

One Hundred Twenty Eight (128) 1999 Johnstown America Autoflood Coal Railcars with the following marks and numbers:

<u>Old Numbers</u>	<u>Restated Numbers</u>	<u>Old Numbers</u>	<u>Restated Numbers</u>
IPWX 6102	AEX 016011	IPWX 6169	AEX 016075
IPWX 6103	AEX 016012	IPWX 6170	AEX 016076
IPWX 6104	AEX 016013	IPWX 6171	AEX 016077
IPWX 6105	AEX 016014	IPWX 6173	AEX 016078
IPWX 6106	AEX 016015	IPWX 6174	AEX 016079
IPWX 6107	AEX 016016	IPWX 6175	AEX 016080
IPWX 6108	AEX 016017	IPWX 6176	AEX 016081
IPWX 6109	AEX 016018	IPWX 6177	AEX 016082
IPWX 6110	AEX 016019	IPWX 6178	AEX 016083
IPWX 6111	AEX 016020	IPWX 6179	AEX 016084
IPWX 6112	AEX 016021	IPWX 6180	AEX 016085
IPWX 6113	AEX 016022	IPWX 6181	AEX 016086
IPWX 6114	AEX 016023	IPWX 6182	AEX 016087
IPWX 6115	AEX 016024	IPWX 6183	AEX 016088
IPWX 6116	AEX 016025	IPWX 6184	AEX 016089
IPWX 6117	AEX 016026	IPWX 6185	AEX 016090
IPWX 6118	AEX 016027	IPWX 6186	AEX 016091
IPWX 6119	AEX 016028	IPWX 6187	AEX 016092
IPWX 6120	AEX 016029	IPWX 6188	AEX 016093
IPWX 6121	AEX 016030	IPWX 6189	AEX 016094
IPWX 6122	AEX 016031	IPWX 6190	AEX 016095
IPWX 6123	AEX 016032	IPWX 6191	AEX 106096
IPWX 6124	AEX 016033	IPWX 6194	AEX 016097
IPWX 6125	AEX 016034	IPWX 6195	AEX 016098
IPWX 6126	AEX 016035	IPWX 6196	AEX 016099
IPWX 6127	AEX 016036	IPWX 6198	AEX 016100
IPWX 6128	AEX 016037	IPWX 6199	AEX 016101
IPWX 6129	AEX 016038	IPWX 6200	AEX 016102
IPWX 6130	AEX 016039	IPWX 6201	AEX 016103
IPWX 6131	AEX 016040	IPWX 6202	AEX 016104
IPWX 6132	AEX 016041	IPWX 6204	AEX 016105
IPWX 6133	AEX 016042	IPWX 6205	AEX 016106
IPWX 6134	AEX 016043	IPWX 6206	AEX 016107
IPWX 6135	AEX 016044	IPWX 6207	AEX 016108
IPWX 6136	AEX 016045	IPWX 6208	AEX 016109
IPWX 6137	AEX 016046	IPWX 6209	AEX 016110
IPWX 6139	AEX 016047	IPWX 6210	AEX 016111
IPWX 6140	AEX 016048	IPWX 6211	AEX 016112
IPWX 6141	AEX 016049	IPWX 6213	AEX 016113
IPWX 6142	AEX 016050	IPWX 6214	AEX 016114
IPWX 6143	AEX 016051	IPWX 6215	AEX 016115
IPWX 6144	AEX 016052	IPWX 6216	AEX 016116
IPWX 6146	AEX 016053	IPWX 6217	AEX 016117
IPWX 6147	AEX 016054	IPWX 6218	AEX 016118
IPWX 6148	AEX 016055	IPWX 6219	AEX 016119

IPWX	6149	AEX	016056	IPWX	6220	AEX	016120
IPWX	6150	AEX	016057	IPWX	6221	AEX	016121
IPWX	6151	AEX	016058	IPWX	6222	AEX	016122
IPWX	6153	AEX	016059	IPWX	6223	AEX	016123
IPWX	6154	AEX	016060	IPWX	6224	AEX	016124
IPWX	6155	AEX	016061	IPWX	6225	AEX	016125
IPWX	6156	AEX	016062	IPWX	6226	AEX	016126
IPWX	6157	AEX	016063	IPWX	6227	AEX	016127
IPWX	6158	AEX	016064	IPWX	6228	AEX	016128
IPWX	6159	AEX	016065	IPWX	6229	AEX	016129
IPWX	6160	AEX	016066	IPWX	6231	AEX	016130
IPWX	6161	AEX	016067	IPWX	6233	AEX	016131
IPWX	6162	AEX	016068	IPWX	6234	AEX	016132
IPWX	6163	AEX	016069	IPWX	6235	AEX	016133
IPWX	6164	AEX	016070	IPWX	6236	AEX	016134
IPWX	6165	AEX	016071	IPWX	6237	AEX	016135
IPWX	6166	AEX	016072	IPWX	6238	AEX	016136
IPWX	6167	AEX	016073	IPWX	6239	AEX	016137
IPWX	6168	AEX	016074	IPWX	6240	AEX	016138

**TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/25/09



\_\_\_\_\_  
Robert W. Alvord